

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 12, 2018

Spindle, Inc.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	000-55151 (Commission File No.)	20-8241820 (IRS Employer Identification No.)
1201 S. Alma School Road, Suite 12500 Mesa, AZ (Address of Principal Executive Offices)		85210 (Zip Code)

Registrant's telephone number, including area code: **800-560-9198**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 2.03 **Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On October 16, 2018 (the “Issuance Date”), Spindle, Inc. (the “Company”) closed a convertible promissory note (the “Convertible Note”) with Power Up Lending Group LTD (“Holder”). The principal amount of the Convertible Note is \$75,000 and matures on October 9, 2019 (the “Maturity Date”). The Convertible Note bears interest at the rate of ten percent (10%) per annum. Upon an event of default, the interest rate shall increase to eighteen percent (18%) for as the event of default is continuing (“Default Interest”). The Convertible Note may be converted, at the Holder’s discretion, into the Company’s common stock at any time after One Hundred Eighty (180) days (the “Prepayment Date”) at a 35% discount to the average of the lowest two (2) closing bid prices during the fifteen (15) trading days prior to the date of a conversion notice. Until the Thirtieth (30th) day after the Issuance Date, the Company may pay the principal at a cash redemption premium of 110%, in addition to outstanding interest, without the Holder’s consent; from the Thirty-First (31st) day to the Sixtieth (60th) day after the Issuance Date, the Company may pay the principal at a cash redemption premium of 115%, in addition to outstanding interest, without the Holder’s consent; from the Sixty-First (61st) day after the Issuance Date to the Ninetieth (90th) day, the Company may pay the principal at a cash redemption premium of 120%, in addition to outstanding interest, without the Holder’s consent; from the Ninety-First (91st) day after the Issuance Date to the One Hundred Twentieth (120th) day, the Company may pay the principal at a cash redemption premium of 125%, in addition to outstanding interest, without the Holder’s consent; from the One Hundred Twenty-First (121st) day after the Issuance Date to the One Hundred Fiftieth (150th) day, the Company may pay the principal at a cash redemption premium of 130%, in addition to outstanding interest, without the Holder’s consent; from the One Hundred Fifty-First (151st) day after the Issuance Date to the One Hundred Eightieth (180th) day, the Company may pay the principal at a cash redemption premium of 135%, in addition to outstanding interest, without the Holder’s consent. After the expiration of one hundred eighty (180) days following the Issuance Date, the Company shall have no right of repayment. At any time on or after the Maturity Date, the Company may repay the then outstanding principal plus accrued interest and Default Interest, if any, to the Holder.

Item 5.03 **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 12, 2018, the Company filed a Certificate of Change to the Company’s Articles of Incorporation with the Nevada Secretary of State increasing the Company’s number of authorized shares from 300,000,000 shares of common stock, par value \$0.001 to 600,000,000 shares of common stock, par value \$0.001 effective the date of filing.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits. The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
<u>3.1</u>	Certificate of Change

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: October 19, 2018

SPINDLE, INC.

By: /s/ Jack Scott
Name: Jack Scott
Title: Interim Chief Executive Officer



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov



090303

**Certificate of Change Pursuant
to NRS 78.209**

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20180447426-98 Filing Date and Time 10/12/2018 1:47 PM Entity Number E0018302007-7
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Change filed Pursuant to NRS 78.209
For Nevada Profit Corporations

1. Name of corporation:

Spindle, Inc.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

300,000,000 shares common stock, par value \$.001

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

600,000,000 shares common stock, par value \$.001

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

N/A

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

N/A

7. Effective date and time of filing: (optional) Date: *10/12/18* Time: *12:00 Pacific*

8. Signature: (required) (must not be later than 90 days after the certificate is filed)

X

Signature of Officer

President & Exec. Director
Title

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Split
Revised: 1-5-15

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State



KIMBERLEY PERONDI
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

October 12, 2018

Job Number: C20181012-1240
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20180447426-98	Amendment	3 Pages/1 Copies



Respectfully,

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

Certified By: Delaina Marzullo
Certificate Number: C20181012-1240

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138